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MOUNTAIN HIGH HOA
c/o Crystal Lake Community Management Inc.
210 SW Wilson Ave., Suite 104
Bend, OR 97702

AMENDED AND RESTATED

BYLAWS

**MOUNTAIN HIGH HOA, formerly known as
MOUNTAIN HIGH HOMEOWNERS ASSOCIATION**

Bend, Oregon

AMENDED AND RESTATED BYLAWS
MOUNTAIN HIGH HOA, formerly known as MOUNTAIN HIGH
HOMEOWNERS ASSOCIATION
Bend, Oregon
October 28, 2020

These Amended and Restated Bylaws of Mountain High HOA, formerly known as Mountain High Homeowners Association, supersede all previous Bylaws and supersede and replace in their entirety those Amended and Restated Bylaws of Mountain High Homeowners Association dated November 15, 2007 and recorded November 15, 2007 in the Deschutes County records as Document No. 2007-59798; and Amendment to Amended and Restated Bylaws of the Mountain High HOA (formerly known as Mountain High Homeowners Association) dated August 23, 2016 and recorded August 23, 2016 in the Deschutes County records as Document 2016-34501; and Second Amendment to the Amended and Restated Bylaws Mountain High HOA, formerly known as, Mountain High Homeowners Association dated January 26, 2018 and recorded in the Deschutes County Records February 1, 2018 as Document 2018-4326.

ARTICLE I
NAME AND LOCATION OF ASSOCIATION

The name of this Association is the Mountain High HOA. The principal office shall be maintained within the State of Oregon at such place as may be determined by the Board of Directors, and as designated in the records on file with the Oregon Secretary of State.

ARTICLE II
DEFINITIONS

All terms defined in the current Amended and Restated Declaration of Covenants, Conditions and Restrictions for the Mountain High HOA, formerly known as Mountain High Homeowners Association, are incorporated herein.

ARTICLE III
MEMBERSHIP AND MEETINGS

Section 1. Membership:

Each Lot Owner in Villages that are subjected to these Governing Documents shall be a Member of the Association. Status as a Lot Owner is the sole qualification for Membership. Membership in the Association shall be appurtenant to and may not be separated from Ownership of any Lot. Transfer of Ownership of the Lot automatically transfers Membership.

Section 2. Location of Membership Meetings:

Meetings of the Members shall be held at such place as may be designated by the Board of Directors.

Section 3. Annual Meetings:

The Association shall hold at least one meeting of the Members each calendar year, at a time and location to be determined by the Board of Directors.

Section 4. Special Meetings:

Special meetings of the Members may be called at any time by the President, or by a majority of the Board, or upon written request of not less than ten percent (10%) of the Members who are entitled to vote. Business transacted at a special meeting shall be confined to the purposes stated in the notice. (see ORS 94.650(2) and (3))

Section 5. Notice of Meetings:

Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by mailing a copy or by hand-delivering a copy of the Notice, not less than ten (10) or more than fifty (50) days before such meeting to each Member entitled to vote. Mailed Notice shall be addressed to the Member's address last appearing in the books of the Association or as supplied by such Member of the Association. The Notice shall specify the place, date, hour, and items on the agenda including the general nature of any proposed amendment to the CC&R's or Bylaws, any budget changes or proposal to remove an officer or director. If a vote is to be conducted entirely by mail, the materials mailed to Owners shall include a copy of any proposed amendments to the CC&R's or Bylaws. At the option of the Board of Directors, notices may be given electronically or by any means authorized by the OPCA. (ORS 94.640 (10))

Section 6. Quorum:

Except as otherwise provided herein, the presence either in person or by proxy of at least twenty percent (20%) of the Members entitled to vote shall constitute a Quorum for the transaction of business at all meetings. When a Quorum is present to organize a meeting, it cannot be broken by the subsequent withdrawal of a Member or Members. If any meetings of Members cannot be organized because of a lack of a Quorum, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a Quorum is present.

Section 7. Proxies:

At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be dated, shall be in writing, signed by the Owner, and shall be delivered to the Secretary of the Association at least one (1) business days prior to the date of the meeting at which the proxy is to be exercised. Every proxy shall be revocable and shall automatically terminate upon conveyance by the Member of his Lot, or by the presence of the Member at the meeting at which the vote is to be taken. A proxy shall terminate one (1) year after its date unless the proxy specifies a shorter term.

Section 8. Voting:

8.1 Each Lot shall have one vote.

1. In any situation where there is more than one Owner of a Lot, the vote for such Lot shall be exercised as such co-Owners determine among themselves. Fractional voting is not allowed.
2. In any situation where the Lot is owned by a corporation, partnership, or other legal entity, the vote for such Lot shall be exercised as directed by the corporation, partnership or other legal entity.
3. Any Lot's vote shall be suspended if more than one person tries to exercise it.
4. Any Lot's vote shall be suspended if any co-Owner of any Lot provides notice to the Association of a dispute between the co-Owners with respect to how a Lot's vote shall be exercised. The notice must be provided to the Secretary of the Association in writing prior to the vote occurring, or in the case of a written ballot, prior to the deadline for ballots to be returned. The vote shall be disregarded completely by the Association unless there is a written withdrawal of the dispute or approval by all co-Owners.
5. Proxy voting is permitted as authorized by the OPCA, subject to the conditions in Section 7 Proxies above. (ORS 94.660 (2)(a))

8.2 Voting Methods

With respect to the election of directors and/or any amendment to the Covenants, Conditions and Restrictions, balloting shall be by mail. For all other matters, balloting may be by mail or be conducted at a special or annual meeting of the Association. At the option of the Board of Directors, Members may cast their ballots electronically or by any other means authorized by the OPCA. (see ORS 94.660)

8.3 Ballot Counting

In all matters, ballots shall be either:

1. Counted by at least three non-Board Members who will open, count and record the votes within seven days after the ballot due date, or
2. Counted by an independent third-party election service.

8.4 Retention

Records of the election shall be retained for one year.

8.5 Ballot Revocation

A written ballot may not be revoked.

8.6 Application

An action that may be taken at any special or annual meeting of the Association may be taken without a meeting if the Association delivers a written ballot to every Member that is entitled to vote.

Action by written ballot may not substitute for the following meetings:

1. An Annual Meeting of the Association, or
2. A Special Meeting called at the request of the owners pursuant to Article III, Section 4 or the OCPA. (ORS 94.650(2))

8.7 Notice

The Board of Directors must provide Owners with at least ten (10) days' notice before written ballots are mailed or otherwise delivered. The notice shall state:

1. The general subject matter of the vote by written ballot;
2. The right of Owners to request secrecy procedures as provided in the OPCA (ORS 94.647(2(b) and (c))), the date and time by which any petition requesting secrecy procedures must be received by the Board, and the address where any petition must be delivered.
3. The date after which ballots may be distributed.

8.8 Ballot Information

In any action to be taken by written ballot pursuant to subsection 8.6 above, the Association shall provide information to Owners regarding the required votes for approval of the matter under consideration in a solicitation for vote as provided in the OPCA (ORS 94.647(4)). The Association shall also accept written ballots for counting during the period specified in the vote solicitation. The period for accepting ballots shall end on the earliest of the dates provided in the OPCA (ORS 94.647(5)).

Section 9. Rules of Order:

Unless other rules of order are required by a resolution of the Association or its Board of Directors, meetings of the Association and the Board of Directors shall be conducted according to the latest edition of Robert's Rules of Order published by the Robert's Rules Association.

A decision of the Association or the Board of Directors may not be challenged because the appropriate rules of order were not used unless a person entitled to be heard was denied the right to be heard and raised an objection at the meeting in which the right to be heard was denied.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Number:

The affairs of this Association shall be managed by a Board of Directors comprised of no fewer than five (5) Members nor more than nine (9) Members of the Association with each Village electing one (1) Member of the Board of Directors for each fifty (50) Lots (or fraction thereof) located in such Village, as more particularly described in Article IV, Section 5.

Section 2. Powers and Duties:

The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may perform all such acts and do all things that are not by law nor by these Bylaws directed to be exercised or performed by the Owners.

Section 3. General Duties:

In addition to duties imposed by these Bylaws, resolutions of the Association and permitted by OPCA Statute, the Board of Directors shall have the authority and responsibility to perform the following duties enumerated below:

- 3.1 Adopt and publish Rules and Regulations governing the appropriate and safe use, appearance and maintenance of Property and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.
- 3.2 Provide care, upkeep, repair and supervision of the Common Property.
- 3.3 Comply with the OPCA, conduct an annual reserve study or review and update an existing study to determine the reserve account requirements. Establish and maintain replacement reserve accounts and other reserves which are permitted or required to be created by the OPCA, the CC&R's, and these Bylaws. The Board of Directors shall prepare a Maintenance Plan for all Property for which the Association has maintenance, repair or replacement responsibility under the Bylaws or CC&R's or the OPCA. (see ORS 94.595)
- 3.4 Designate and collect all Assessments from the Owners, in accordance with these Bylaws, CC&R's and the OPCA.
- 3.5 Declare Special Assessments as may be required from time to time to maintain the value, safety and security of the shared interests of the Owners, to contemplate ongoing projects, to assure proper maintenance of common facilities, and to respond to any other matters recognized as appropriate by the OPCA.
- 3.6 Establish a budget and pay all Common Expenses of the Association, and institute and maintain a voucher system for such payment which shall require a sufficient number of signatories thereon as may be reasonably necessary to prevent any misuse of Association funds.
- 3.7 Designate, employ and dismiss personnel or independent contractors involved in the upkeep, repair and operations of the Common Property.
- 3.8 Prepare annual financial statements of the Association and conduct an annual review of same by a certified public accountant as required by the OPCA. (ORS 94.670 (4) and (5))

- 3.9 Adopt Rules and Regulations governing the details of operation of the Association. Such rules or regulations shall always be subject to rescission or amendment by the Association upon a majority vote of a quorum of Members present at any properly called meeting.
- 3.10 Cause the Association to comply with the OPCA relating to maintenance and distribution of financial statements to all Owners, and maintain copies available for duplication of the following: Amended or Restated Declaration, Bylaws, Association Rules and Regulations, and any amendments thereto, the Fine Schedule, the most recent Annual Financial Statement, and the current Operating Budget of the Association.
- 3.11 Suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any Assessment levied by the Association.
Such rights may also be suspended after notice by action of a Committee so authorized by the Board of Directors or by the Board of Directors itself for infraction of published Rules and Regulations. This power is subject to Owner's right to appeal.
- 3.12 Collect unpaid Assessments, including the use of lien and foreclosure statutes.
- 3.13 Declare the office of a member of the Board of Directors vacant if the member shall be absent from three (3) consecutive, regular meetings of the Board of Directors.
- 3.14 Appoint committees as provided for in the CC&R's.
- 3.15 Exercise all other powers, and perform all other duties permitted by law.
- 3.16 Perform all other responsibilities given to it by the CC&R's.
- 3.17 Keep complete records of all its acts and corporate affairs, and make a statement thereof available to the Members.
- 3.18 Maintain insurance of the type and kind and in the amounts referred to by the OPCA. (see ORS 94.675 (1) through (6))
- 3.19 Cause all persons with access to Association funds, including Board Members, officers, committee members having fiscal duties and managing agents and employees of the Association's management company to be bonded. (see ORS 94.675 (7))
- 3.20 Cause the management company, its agents and employees having access to Association funds to supply proof of bonding. (see ORS 94.675 (7))
- 3.21 Allow the affiliation with local, state, or national associations only with the approval of a majority of the Board of Directors. Upon approval, representation shall be determined by the Board of Directors.

Section 4. Nominations and Elections Committee:

Each Village Committee shall appoint a Nominating Committee for its respective Village. No member of a Village Nominating Committee shall serve for more than two consecutive three (3) year terms. The committee shall nominate candidates in accordance with the terms set forth in these Bylaws and shall prepare a ballot, accompanied by a secrecy envelope and a return identification envelope, for mailing to Village Members of the Association not less than thirty (30) days prior to the date of the election. Candidates may also be nominated by petition signed by no less than twenty-five percent (25%) of the Lot Owners of a Village. Nominees must agree to serve if elected. Petitions must be submitted to the Village Committee no later than sixty days prior to the election.

Section 5. Election of Directors and Terms:

The Board of Directors shall be composed of Owners elected by the Villages. Each Village shall elect one (1) Director for every fifty (50) Lots, or fraction thereof, located within such Village. An Owner in one Village may not vote for a director candidate owning a Lot in a different Village. Each Village shall conduct its election of directors by mail. Because elections shall be conducted by mail by each Village, and because each Village shall appoint a Village Nominating Committee as provided in the preceding section, no nominations will be accepted from the floor during any membership meeting. There shall be no cumulative voting. Ballots shall be retained for one (1) year after the close of the election for which the ballot was cast. Each Director shall serve a term of three (3) years. Following selection of candidates for Board of Director positions, the election of Directors shall be held annually in October.

Section 6. Election of Officers:

Following the election of Directors, those elected and those holding over shall all meet before the end of the calendar year for regular meetings of the Board of Directors, during which they shall elect officers and transact such other business as may come before the meeting.

Section 7. Removal of Directors:

A Director may be removed, with or without cause, by a vote of the members of the Village entitled to elect such Director. Any vote to remove any Director shall be conducted only by mail. Removal of a Director shall require a majority of the votes cast in a vote by mail in which a sufficient number of votes were cast to constitute a quorum.

Section 8. Mid-term Vacancies:

The Village Nominating Committee shall seek replacement candidate(s) from their village to fill mid-term vacancies. Such candidate(s) shall be presented to the Board of Directors and the Board will then vote acceptance of a replacement member. Each person so appointed as a replacement Director shall serve the remainder of the unexpired term of the Director he or she is replacing.

Section 9. Compensation:

No Director shall receive any compensation for any service he or she may render to the Association as a Director. However, any Director may be reimbursed for actual expenses incurred in the performance of duties as a Director or may receive compensation for services to the Association in a capacity other than as a Director.

Section 10. Meetings:

The Board of Directors by resolution may establish other dates, times and places for regular and special meetings of the Board. All meetings of the Board of Directors shall be open to any and all Members of the Association, except that at the discretion of the Board of Directors, the Board may meet in executive session to:

- 10.1 Consult with legal counsel;
- 10.2 Consider personnel matters, including salary negotiations and employee discipline;
- 10.3 Consider negotiation of contracts with third parties; or
- 10.4 Consider collection of unpaid Assessments.

Except in the case of an emergency, the Board of Directors shall vote in an open meeting whether to meet in executive session. In the event the Board votes to meet in executive session, the presiding officer of the Board shall state the general nature of the action to be considered and, as precisely as possible, when and under what circumstances, if any, the deliberations may be

disclosed to Owners. The motion to meet in executive session must be included in the Minutes of the meeting.

A contract or action considered in executive session does not become effective unless the Board of Directors, following executive session, reconvenes in open meeting and votes on the contract or an action, which must be reasonably identified in the agenda for the open meeting, and included in the minutes of the meeting.

The meeting and notice requirements of this section may not be circumvented by chance or social meetings or by any other means.

In a planned community in which the majority of the Lots are the principal residences of the occupants, meetings of the Board of Directors must comply with the following:

1. For other than emergency meetings, notice of meetings of the Board of Directors shall be posted as provided in Section 11, Meeting Notices;
2. Emergency meetings may be held without notice, if the reason for the emergency is stated in the minutes of the meeting;
3. Only emergency meetings of the Board of Directors may be conducted by telephonic communication or by the use of a means of communication that allow all members of the Board of Directors participating to hear each other simultaneously or otherwise to be able to communicate during the meeting. A member of the Board of Directors participating in a meeting by this means is deemed to be present in person at the meeting;
4. The Board of Directors, in the name the Association, shall maintain a current mailing address of the Association;
5. The Board of Directors shall cause the information required to enable the Association to comply with ORS 94.670 (7) to be maintained and kept current.

Association Members shall not have a right to participate in the Board of Directors meetings unless such Member is a member of the Board of Directors, or is allowed to participate by the Board of Directors. The President of the Association shall have the authority to exclude any Association Member who disrupts the proceedings at a meeting of the Board of Directors.

Section 11. Meeting Notices:

Notice of all regularly scheduled Board of Directors meetings shall be provided as required by the OPCA. For other than emergency meetings, notice of Board of Directors meetings shall be posted at a place or places on the Property at least three days prior to the meeting. Alternatively, Notice shall be provided by posting on the HOA website, direct e-mail, or other method otherwise reasonably calculated to inform Owners of such meetings. Notice shall state the time, date and place of the meeting and business generally to be considered at such meetings. This provision will not preclude the President from scheduling an emergency meeting without notice in instances where time is deemed by the President to be of the essence. A report of what transpired at special or emergency meetings shall be made part of the report for the next regularly scheduled Board meeting if a separate report has not already been issued. In the event the Board votes to meet in executive session, the presiding officer of the Board shall state the general nature of the action to be considered and, as precisely as possible, when and under what circumstances, if any, the deliberations may be disclosed to Owners.

Section 12. Special Meetings:

The President, at the request of at least three Directors, or at the President's discretion may call special meetings of the Board of Directors. These special meetings may be held at such reasonable times and places as the President may determine and shall be limited to those items of

business described in the notice of such meetings. Notices shall be posted as provided in Section 11, Meeting Notices.

Section 13. Quorum:

A majority of the Directors shall constitute a quorum. The acts of a majority of Directors present shall be the acts of the Board of Directors. Each Board member shall have one vote that will be cast, except where otherwise provided for, in open meeting.

Section 14. Committee Meetings:

Meetings of the Roads Committee, Common Facilities Committee, and Finance Committee with the respective Board Liaison member in attendance, shall be called at a minimum of once annually or as otherwise deemed necessary by the specific Committee.

A majority of the Committee members shall constitute a quorum. The acts of a majority of Committee members present shall be the acts of the Committee. In the event that the Committee is unable to achieve a majority recommendation, the Committee may refer the matter to the Board of Directors for determination.

ARTICLE V
LIABILITY AND INDEMNIFICATION OF DIRECTORS

The Directors shall not be liable to the Association or the Owners for any mistake of judgement, negligence, or otherwise except for their own willful misconduct or bad faith. The Association shall hold harmless and indemnify each director against all contractual liability to others arising out of contracts made by the Board of Directors on behalf of the Association unless such contract shall have been made in bad faith or contrary to the provisions of the Declaration or of these Bylaws. Directors shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved by reason of being or having been a Director and shall be indemnified upon any reasonable settlement thereof, providing, however, there shall be no indemnity if the Director is adjudged guilty of willful nonfeasance or malfeasance in the performance of his or her duties.

ARTICLE VI
OFFICERS OF THE ASSOCIATION

Section 1. Designation of Officers:

The principal officers of the Association shall be a President, Vice-President, Secretary, and Treasurer, who shall be members of the Board. The Board, at its discretion, may appoint additional officers by resolution. The officers shall be elected annually by the Board of Directors and shall hold office at the pleasure of the Board.

Section 2. President:

The President or a duly appointed designee shall preside at meetings of the Association. The President shall have all the general powers and duties that are usually vested in the President of an association.

All instruments of the Association including but not limited to, checks, notes, drafts, acceptances, deeds, leases, and contracts, shall be signed by such person or persons as may be designated by resolution of the Board of Directors, and in the absence of any such resolution applicable to any such instrument, then such instrument shall be signed by the President of the Association.

Section 3. Vice-President:

The Vice President shall take the place of the President and perform the duties of the President whenever the President shall be absent or unable to act. If neither the President nor Vice-President is able to act, the Board will appoint another Board member to do so on an interim basis. The Vice-President shall also perform such other duties as may be delegated by the Board of Directors.

Section 4. Secretary:

The Secretary shall keep the minutes of all meetings of the Members of the Association and of the Board, shall serve notice of any such meetings, shall keep appropriate records of the names and addresses of Association Members, and shall perform other duties incident to the office of Secretary.

Section 5. Treasurer:

The Treasurer shall monitor and supervise all funds of the Association. Furthermore, he or she shall perform all duties incident to the office of Treasurer of the Association. The Board of Directors may, by resolution, adopt financial procedures which may include the designation of persons or entities to carry out specific treasurer duties. The Treasurer will serve as the Board liaison to the Finance Committee and the community management company, and will report or cause to be reported the financial status of the Association at meetings of the Board of Directors and Annual Meetings of the Members.

Section 6. Delegation and Change of Duty:

In the event of absence or disability of any officer, the Board of Directors may delegate during such absence or disability the powers or duties of such officer to any other director.

Section 7. Removal of Officers:

Any officer may be removed with or without cause by an affirmative vote of a majority of the members of the Board of Directors. In the event of removal, the board shall appoint another director to fill that position.

ARTICLE VII
BUDGETS AND FINANCIAL STATEMENTS

Section 1. Financial Statements:

The following financial and related information shall be regularly prepared and furnished to the Board of Directors:

6. Revenue and expenses;
7. The amount of total cash reserves of the Association currently available;
8. An estimate of the current replacement costs of, the estimated remaining life of, and the methods of funding used to defray the future repair, replacement or additions to, those major components of the common areas and facilities which the Association is obligated to maintain;
9. A balance sheet;
10. An operating (income) statement for the current year.

Section 2. Budget:

The Board of Directors at least annually shall adopt a budget for the planned community. The budget shall include moneys to be allocated to the reserve accounts under ORS 94.595. Within thirty (30) days after adopting the annual budget for the planned community, the Board of

Directors shall provide a summary of the budget to all Owners. The information should include notice that the complete financial information is available at the business office of the Association or other suitable location and that copies will be provided to Members upon written request. If any Member requests copies of the current operating budget, including the items described in Section 1 (above), such copies shall be mailed to the Member at a location within the United States, the Association shall provide such copies to the Member by first class United States mail at the expense of the Association. Additional expenses incurred by the delivery of copies to overseas addresses shall be paid for by the requesting Member. Members may choose to receive this information by electronic transmittal.

Section 3. Failure to Adopt Budget:

In the event the Board of Directors does not adopt a budget, the budget for the last preceding year shall continue in effect.

Section 4. Income Tax Filing:

The Board of Directors shall determine the manner in which all necessary income tax returns are filed, shall select persons to prepare and file such returns, and shall cause the necessary income tax returns for the Association to be filed annually.

ARTICLE VIII
ENFORCEMENT OF CC&R'S, BYLAWS, AND RULES AND REGULATIONS

Section 1. Compliance:

Each Owner shall comply with the CC&R's, Bylaws, and Rules and Regulations adopted by the Association. The CC&R's, Bylaws, and Rules and Regulations may be enforced by the Association or any aggrieved Owner. The Association shall have all remedies set forth in the CC&R's, Bylaws, and Rules and Regulations, as well as any remedy available at law or equity.

Section 2. Interpretation:

The Board of Directors shall have the authority to interpret and enforce the CC&R's, Bylaws, and Rules and Regulations of the Association.

Section 3. Fines and Charges

The Board of Directors may impose charges for late payment of Assessments, attorney fees and any other costs related to the collection of Assessments, and levy reasonable fines against a Member for any violation of the CC&R's, the Bylaws, the Rules and Regulations, or the Oregon Planned Community Act, provided that the charge imposed or the fine levied by the Association is based on a Schedule of Fines previously adopted and amended by resolution of the Board of Directors that is delivered to each Lot, mailed to the mailing address of each Lot, or mailed to the physical or electronic mailing address designated in writing by each Member.

Fines may be levied due to an action of a Member, Member's guest or invitee, or an Occupant of a Property owned by the Member. Failure of an Owner (his family, invitees, or lessees) to comply with the rules of conduct and restrictions set forth in the Declaration, these Bylaws or others promulgated by the Board of Directors shall be cause for which the Board of Directors may deny or restrict such Owner's right to use any common facility with respect to which such Owner otherwise had a right of use.

Section 4. Notice and Hearing:

In the event of a violation, the Board shall levy no fine until the Association has provided the Member with written notice of the violation. The Member shall be entitled, upon request made within ten (10) days of notice by the Association, to a hearing before the Board of Directors, or

any designated committee, to contest the violation or fine. The Member may be represented at such a hearing by legal counsel and have a reasonable amount of time to produce statements, evidence and witnesses. The minutes of the hearing shall contain a written statement of the results of the hearing and the fine, if any, that is imposed. The Board of Directors, at its discretion, may levy a fine if it finds a violation has occurred, so long as such fine is consistent with the Schedule of Fines previously adopted and amended by resolution of the Board of Directors that is delivered to each Lot, mailed to the mailing address of each Lot, or mailed to the physical or electronic mailing address designated in writing by each Member.

Before initiating litigation or an administrative proceeding in which the Association and an Owner have an adversarial relationship, the party that intends to initiate litigation or an administrative proceeding shall offer to use the Community Dispute Resolution Program (CDRP) of Deschutes County (ORS 36.175). The Association shall comply with the requirements of the OPCA regarding alternative dispute resolution. The hearing and fine described in this Article VIII, Section 4, shall not be considered an administrative hearing within the meaning of this requirement.

Section 5. Continuing Violations:

In the case of continuing or persistent violation:

1. The Board may, at its discretion, impose escalating fines; and
2. The Board may require the Member to post a bond or other form of security in order to ensure future compliance. For any such violation that cannot be cured immediately, no further fines shall be levied after such time as the Member begins a good faith cure and thereafter diligently pursues the cure to completion.

Section 6. Lien Against Lot:

Fines shall constitute a personal obligation of the Member, as well as a lien upon the Property of the Member, which lien may be foreclosed in the same manner as a lien for unpaid Association Assessments pursuant to the OPCA. (ORS 94.709)

Section 7. Fees and Costs:

The Member shall be liable for all attorney fees, costs and expenses of any nature incurred by the Association incident to the levy or collection of the fine, including appellate proceedings.

Section 8. Crediting Payments:

The Association shall apply all partial payments by the Member to the Member's outstanding balance in the following order:

1. Attorney's fees and costs;
2. Late fees and interest;
3. Fines and Charges;
4. Special Assessments;
5. Regular Assessments, with payment being applied to the oldest balance first.

Partial payments do not waive the Association's right to pursue full payment and/or enforce its Bylaws, Declaration, and Rules and Regulations.

Section 9. Schedule of Fines:

The Board of Directors may determine fines based upon the type and nature of the breach, the length of time of the breach, the responsiveness of the Owner to the Board of Directors' requests to cure the breach, and any other factors the Board of Directors determines appropriate.

Each fine shall be based on the current published Schedule of Fines, adopted by Resolution of the Board of Directors as contained in the Rules and Regulations, and determined at the sole discretion of the Board of Directors.

Section 10. Charges:

In the event any fine is not received within thirty (30) days after the due date, the Association may charge up to five percent (5%) of the payment or fifty Dollars (\$50.00), whichever is greater. Unpaid Assessments, including fines, shall bear interest at the rate of fifteen percent (15%) per annum. Owner shall reimburse the Association for all costs and attorney fees expended (including at trial and on appeal) incurred by the Association in collecting Assessments.

ARTICLE IX
COLLECTION OF ASSESSMENTS

Section 1. Collection of Assessments:

As provided in the Declaration, each Member is obligated to pay to the Association the annual and special Assessments. Assessments are a continuing lien upon the Property against which the Assessments are made.

Assessments that are not paid when due are delinquent. If the Assessments are not paid within thirty (30) days after the due date:

1. The Board may impose a late fee and/or any other charges provided by law;
2. The Assessment shall bear interest from the date of delinquency at a rate of fifteen percent (15%) per annum. The Association may bring an action against the Owner personally obligated to pay the same and file a lien against the Property.
3. Interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such Assessment. No Owner may waive or otherwise escape liability for the Assessments provided herein by non-use of the Common areas or abandonment of his or her Property.

ARTICLE X
BOOKS AND RECORDS

Section 1. Inspection by Members:

The books, records and papers of the Association shall be subject to inspection by any Member at all times during regular business hours and upon reasonable notice. The Declaration, Articles of Incorporation, Bylaws, and Rules and Regulations of the Association shall be available for inspection by any Member at the principal office of the Association where copies may be purchased for a reasonable cost. (See ORS 94.670)

Section 2. Execution of Instruments:

All instruments of the Association including, but not limited to, checks, notes, drafts, acceptances, deeds, leases, and contracts, shall be signed by such person or persons as may be designated by resolution of the Board of Directors, and in the absence of any such resolution applicable to any such instrument, then such instrument shall be signed by the President of the Association.

ARTICLE XI
AMENDMENTS

Section 1. Amendments:

These Bylaws, or any provision thereof, may be amended at any Annual or Special Meeting of Members, or by mail or at the option of the Board of Directors, electronically or by any means authorized by OPCA. No amendment shall be effective unless and until:

1. Approved by Owners owning at least fifty percent (50%) of the total vote of the Association; and
2. A copy of the Amendment, certified by the President and Secretary, is recorded with the Clerk of Deschutes County, Oregon.

Section 2. Conflict:

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XII
NOTICES

All notices to the Association or to the Board of Directors shall be sent to the principal office of the Association, or to such other address as the Board of Directors may hereafter designate. All notices to any Member shall be sent to such address as may have been designated by the Member from time to time, in writing, to the Board of Directors.

ARTICLE XIII
MISCELLANEOUS

Section 1. Waiver:

No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

Section 2. Invalidity, Numbers And Captions:

The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability of effect of the balance of these Bylaws. As used herein, the singular shall include the plural, and the plural the singular; the masculine and neuter shall each include the masculine, feminine and neuter, as the context requires. All captions used herein are intended solely for convenience of reference and shall in no way limit any of the provisions of these Bylaws.

Section 3. Distribution of Documents to Members:

The Board of Directors shall be responsible for the distribution to all Association Members of copies of the Articles of Incorporation, CC&R's, Bylaws, and Rules and Regulations of the Association. Distribution may be accomplished by posting these documents on the Association website.

Section 4. Insurance:

The Board of Directors shall obtain and maintain at all times insurance of the type and kind and in the amounts referred by OPCA or as determined by the Board of Directors from time-to-time, including, without limitation, the insurance required by Article IV, Section 3.18 of these Bylaws.

CERTIFICATION

The undersigned President and Secretary of Mountain High HOA hereby certify that the Amended and Restated Bylaws set forth above are a true and complete copy of the declaration adopted by the affirmative vote of at least a majority of votes in Mountain High HOA eligible to vote in accordance with the bylaws and provisions of ORS Chapter 94.

MOUNTAIN HIGH HOA

Howard Hall

Howard Hall, President

Dated: December ____, 2020

Glenn Gwynn

Glenn Gwynn, Secretary

Dated: December 7, 2020

STATE OF OREGON) ss. County of Deschutes) This instrument was acknowledged before me on December 7, 2020, by Howard Hall as President for Mountain High HOA.

/s *Courtney H Chase* Notary
Public for Oregon My commission expires:
11.14.23

STATE OF OREGON) ss. County of Deschutes) This instrument was acknowledged before me on December 7, 2020, by Glenn Gwynn as Secretary for Mountain High HOA.

/s *Courtney H Chase* Notary
Public for Oregon My commission expires:
11.14.23

